

# Exhibit 23

## ARTICLE VII

### EVENTS OF DEFAULT

If any of the following events ("EVENTS OF DEFAULT") shall occur:

(a) the Borrowers shall fail to pay any principal of any Post-Petition Loan or any reimbursement obligation in respect of any LC Disbursement when and as the same shall become due and payable, whether at the due date thereof or at a date fixed for prepayment thereof or otherwise;

(b) the Borrowers shall fail to pay any interest on any Post-Petition Loan or any fee or any other amount (other than an amount referred to in clause (a) of this Article) payable under this Agreement or any other Post-Petition Loan Document, when and as the same shall become due and payable, and such failure shall continue unremedied for a period of two or more Business Days;

(c) any representation, warranty, certification or statement made by any Borrower in this Agreement or any other Post-Petition Loan Document or in any certificate, financial statement or other document delivered pursuant to this Agreement or any other Post-Petition Loan Document shall prove to have been incorrect or misleading in any material respect when made (or deemed made);

(d) any Borrower shall fail to observe or perform any covenant, condition or agreement contained in Section 5.01, Section 5.04 (insofar as it relates to the corporate existence of the Company), Section 5.07, Section 5.08, Section 5.10, Section 5.12, Section 5.13 or Article VI;

(e) any Borrower shall fail to observe or perform any covenant, condition or agreement contained in any Post-Petition Loan Document (other than those specified in clause (a), (b) or (d) of this Article), and such failure shall continue unremedied for a period of ten days after notice thereof from the Administrative Agent or the Required Lenders to the Company;

(f) any of the Cases shall be dismissed or converted to a case under Chapter 7 of the Bankruptcy Code or any Borrower shall file a motion or other pleading seeking the dismissal of any of the Cases under Section 1112 of the Bankruptcy Code or otherwise; a trustee under Chapter 7 or Chapter 11 of the Bankruptcy Code, a responsible officer or an examiner with enlarged powers relating to the operation of the business (powers beyond those set forth in Section 1106(a)(3) and (4) of the Bankruptcy Code) under Section 1106(b) of the Bankruptcy Code shall be appointed in any of the Cases and the order appointing such trustee, responsible officer or examiner shall not be reversed or vacated within thirty (30) days after the entry thereof; or an application shall be filed by any Borrower for the approval of any other super-priority claim (other than the Carve-Out and the PACA Liens) in any of the Cases which is PARI PASSU with or senior to the claims of the Post-Petition Agents and the Post-Petition Lenders against the Borrowers